



BUSINESS LICENSE COMMISSION
COUNTY OF LOS ANGELES
374 KENNETH HAHN HALL OF ADMINISTRATION
500 WEST TEMPLE STREET
LOS ANGELES, CA 90012
(213) 974-7691



March 17, 2015

California Wildlife Center
Victoria Harris
26026 Pillma Rd.
Calabasas, CA 91302

MEMBERS
SARA VASQUEZ
PRESIDENT
RENÉE CAMPBELL
VICE-PRESIDENT
SHAN LEE
SECRETARY
JAMES BARGER
COMMISSIONER
GENEVIEVE MORRILL
COMMISSIONER

**APPLICATION FOR NOTICE OF INTENTION TO SOLICIT
AND INFORMATION CARD**

Dear Applicant:

The Business License Commission will hold a hearing on the above matter on **Wednesday, April 8, 2015 at 9:00 a.m.** in Room 374-A, 500 West Temple Street, Los Angeles, CA 90012. Your presence is requested at this hearing. If you are unable to attend you may authorize a representative to appear on your behalf. The representative must present a signed and duly notarized letter giving authorization and the reasons you are unable to appear.

RIGHT TO REPRESENTATION / FOREIGN LANGUAGE SPEAKERS

You have the right to be represented at this hearing by an attorney or other individual of your choosing and at your own cost. In the absence of a representative, you must represent yourself and the hearing will proceed as scheduled.

If you require a translator, you must arrange at your own cost to have present at the hearing either a **professional/certified interpreter or other person who is fluent in both English and your native language**. If you are unable to locate an interpreter, please contact our office and you will be provided a list of interpreting services.

Parking is available at your cost; a map is enclosed for your convenience. Please note proceedings begin promptly at 9:00 a.m. The Business License Commission reserves the right to reschedule your hearing to a later date for failure to timely appear.

Sincerely,

SARA VASQUEZ
President

Lupe Duron
Commission Services

Ong, Justin

To: Business License Comm.
Subject: FW: Solicitation Permit for California Wildlife Center

From: Victoria Harris [<mailto:victoria@cawildlife.org>]
Sent: Monday, March 16, 2015 12:47 PM
To: Ong, Justin
Subject: Solicitation Permit for California Wildlife Center

Justin,

We would like to be put on the schedule for April 8th at 500 W. Temple, LA 90012

Can you give me a suite #? Is there anything I need to bring along?

Thanks.

Victoria

Victoria Harris
Board President
California Wildlife Center
818-222-2658
818-222-2685 (FAX)
310-968-3230 (Cell)

NOTICE OF INTENTION TO SOLICIT

To Appeal or Solicit for
Charitable Purposes in the

UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES

BUSINESS LICENSE COMMISSION

374 Kenneth Hahn Hall of Administration

500 West Temple Street

Los Angeles CA 90012

Telephone: 213/974-7691

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BOARD OF SUPERVISORS
COMMISSION SERVICES

2015 FEB 34 AM 4: 07

LOS ANGELES COUNTY

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed at least 30 days prior to beginning your solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional information may be added on separate sheets; however *do not* add separate sheets in lieu of answering the questions on this form.)

1. CALIFORNIA WILDLIFE CENTER When organized: 4/1/96
(Full Name of Organization) Incorporated: YES
Yes No
2. 26026 PIUMA RD., CALABASAS, 91302 818-222-2658
(Address: Street, City and Zip Code) (Telephone - Daytime)
3. VICTORIA HARRIS - SAME AS ABOVE 818-222-2658
(Name of Person in Charge of Appeal - Address and Zip Code) (Telephone - Daytime and E-mail Address)
4. TO CONDUCT OR SOLICIT: GENERAL APPEALS
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. WHERE and WHEN this fund-raising activity will be held: VIA DIRECT MAIL AND
(If specific event, exact dates)
EMAILS TO OUR EXISTING DONOR BASE - THROUGHOUT 2015
6. Solicitation/Advertisement starts APRIL 15; ends DEC. 1, 2015
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: TO RAISE OPERATING FUNDS
8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 45,000 \$ _____ \$ _____
(LOCAL) (STATE) (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s). N/A
10. Solicitation/Advertisement to be made by means of (indicate by checking below):
() Volunteer Solicitors () Box Office Sales () Posters () Bulletins
() Paid Solicitors () Telephone () Newspapers
(X) Personal Approach () Radio/Television (X) Mail
Other SOCIAL MEDIA methods (specify):

11. Admission: \$ 0 Tickets 0 Invitations 0 No. Printed 0
Numbered _____

SPECIFY PER PERSON

PER COUPLE

Selling prices: (Ads, cookies, etc.) _____

Cost of Carnival Tickets: _____

Games: _____

Rides: _____

12. Itemized list of ANTICIPATED expenses to be incurred in conducting this solicitation only:

Salaries _____
Solicitors _____
Managers _____
Promoters _____
Other _____
Rents _____
Music _____
Telephone _____

Printing Advertisement 10,000
Stationery/Postage 5,390
Prizes _____
Cost of Merchandise _____
Refreshments/Meals _____
Miscellaneous: _____
(Specify) _____
ANTICIPATED TOTAL \$ 15,390

13. a. 34% Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
b. 66% Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
c. 0 Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable)

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
 - Names, Titles and Terms of Offices for two Officers of this organization
 - Current Financial Statement (treasurer's report, audit, etc.)
 - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing.
 - Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Victoria Harris, Board President
(Signature and Title)

26026 Piema Rd., Calabasas, CA 91302
(Complete Address)

818-222-2658

Daytime Telephone Number

3/3/15

Today's Date


NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER:

A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: Victoria Harris Telephone No. 310-968-3230 (cell)



March 3, 2015

Business License Commission
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, CA 90012

RE: California Wildlife Center
Notice of Intention to Solicit

Enclosed please find our Notice of Intention to Solicit. We are planning on doing six general direct mail or social media appeals throughout 2015. All work will be done in house with the exception of printing.

Here is the information requested on two of our Board officers as requested:

President, Victoria Harris, first elected to Board in June, 2001

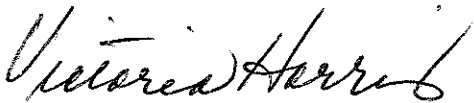
VP Treasurer, Julie Gluck, elected to Board in January, 2011

Enclosed:

- Articles of Incorporation
- 2013 990
- IRS Determination Letter
- Bylaws

Please advise as to next steps for us. Thank you.

Sincerely,



Victoria Harris
Board President

Enclosures

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BOARD OF SUPERVISORS
COMMISSION SERVICES
2015 FEB 31 AM 11:07
LOS ANGELES COUNTY

1781087



SECRETARY OF STATE

CORPORATION DIVISION

RECEIVED
BOARD OF SUPERVISORS
COMMISSION SERVICES

2015 FEB 34 AM 4:07

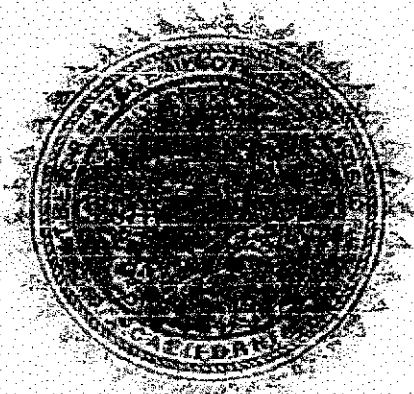
LOS ANGELES COUNTY

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the annexed transcript has been compared with
the corporate record on file in this office, of which it
purports to be a copy, and that same is full, true and
correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

APR 1 - 1996



Secretary of State

[IMPORTANT: LEAVE 3" SPACE AT TOP OF FIRST PAGE FOR SECRETARY
OF STATE'S FILE STAMP]

1781087
ENDORSED
FILED
in the office of the Secretary of State
of the State of California

APR 1 1996

Bill Jones
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
WILDLIFE EMERGENCY RESPONSE

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ONE: The name of this corporation is Wildlife Emergency Response.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are to provide initial response to sick, injured or orphaned indigenous wildlife, hereafter referred to as WILDLIFE. Response may include assesment of WIEDLIFE, capture, stabilization, transportation to a certified rehabilitation facility, documentation and release or relocation. Wildlife Emergency Response will also provide educational programs on the environment and wildlife within the communities served.

THREE The name and address in the State of California of this corporation's initial agent for service of process is Rebecca Dmytryk, 25674 Wildrose Dr., Calabasas, Ca 91302.

FOUR

(a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.


FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

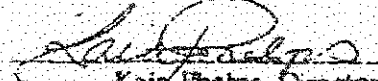
Name	Address
Rebecca Dmytryk	25674 Wildrose Dr, Calabasas, Ca 91302
Kaia Phelps	P O Box 903, Topanga, Ca 90290

SIX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.


On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

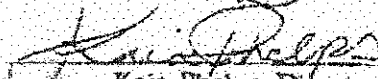
Date: March 25, 1996


Rebecca Dmytryk, Director


Kaia Phelps, Director

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.


Rebecca Dmytryk, Director


Kaia Phelps, Director

IRS-2001

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: NOV 21 2001

CALIFORNIA WILDLIFE CENTER
PO BOX 2022
MALIBU, CA 90265-7022

Employer Identification Number:
95-4330790

DLN:

601295072

Contact Person:

DAVID M EVANS

ID# 31393

Contact Telephone Number:

(877) 829-5500

Our Letter Dated:

July 1996

Addendum Applies:

No

Dear Applicant:

This modifies our letter of the above date in which we stated that you would be treated as an organization that is not a private foundation until the expiration of your advance ruling period.

Your exempt status under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) is still in effect. Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Code because you are an organization of the type described in section 509(a)(1) and 170(b)(1)(A)(vi).

Grantors and contributors may rely on this determination unless the Internal Revenue Service publishes notice to the contrary. However, if you lose your section 509(a)(1) status, a grantor or contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act, or the substantial or material change on the part of the organization that resulted in your loss of such status, or if he or she acquired knowledge that the Internal Revenue Service had given notice that you would no longer be classified as a section 509(a)(1) organization.

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

If we have indicated in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Letter 1050 (DO/CG)

LOS ANGELES CA CITY
2001 FEB 24 AM 4:08
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COMMISSION SERVICES

CALIFORNIA WILDLIFE CENTER

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,

Steven T. Miller

Steven T. Miller
Director, Exempt Organizations

BYLAWS
OF
CALIFORNIA WILDLIFE CENTER

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The name of the corporation is CALIFORNIA WILDLIFE CENTER

ARTICLE II

OFFICES

SECTION 1. PRINCIPAL EXECUTIVE OFFICE

The principal office of the corporation for the transaction of its business is located in Los Angeles County, 26026 Piuma Road, Calabasas, California.

ARTICLE III

PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- 1) Provide short or long-term rehabilitative care to sick, injured or orphaned indigenous wildlife.
- 2) Coordinate and execute response to indigenous wildlife emergencies which may include the assessment, capture, stabilization and transportation of sick, injured or orphaned wildlife.
- 3) Provide educational programs on the environment and wildlife within the communities we serve.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of the corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or officer of the corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization organized

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COMMISSION SERVICES

2015 FEB 34 AM 4:07

LOS ANGELES COUNTY

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for charitable purposes and dedicated to the exempt purposes as specified in Section 501(C)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

MEMBERSHIP

SECTION 1. MEMBERS PROHIBITED

The corporation shall not have any members.

SECTION 2. EFFECT OF PROHIBITION

Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the California Nonprofit Public Benefit Corporation Law in the members shall vest in the Directors.

ARTICLE VI

DIRECTORS

SECTION 1. NUMBER

The corporation shall have no less than five (5), or more than twenty (20) Directors, who shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWER

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, all corporate powers shall be exercised, by or under the direction of the Board of Directors.

The Board may, at its discretion, delegate the day to day supervision and management of the staff and the programs of the organization, to the Executive Director/COO, who shall report directly to the Board.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;

- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, board members, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses, shall be valid notices thereof.

SECTION 4. TERM OF OFFICE

- (a) A Director shall hold office for a term of two (2) years, and shall remain in office until a successor Director has been elected, or until the existing Director has been elected for another two (2) year term. The term of a Director's office shall not be changed, except upon the vote of at least sixty-six percent (66.2/3%) of the Board of Directors.
- (b) One half of the Director's terms shall expire on the second Thursday of January, each year, and one half of the directors should be elected each year to fill the vacancies.

SECTION 5. NOMINATION

Any person may be nominated by the method of nomination authorized by the Board of Directors or by any other method authorized by law.

SECTION 6. ELECTION

Upon the expiration of a Director's two (2) year term of office, a successor Director shall be elected at the next regular meeting of the Board of Directors (as prescribed by Section IV, Article VI of these Bylaws). Any Director shall be eligible for reelection without limitation on the number of terms he or she may serve. Individual terms may be extended or altered prior to their expiration by an action of the Board of Directors

SECTION 7. COMPENSATION

A Director shall serve without compensation in the capacity as a Director.

SECTION 8. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons," means either:

- (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or

- 4
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
 - (c) Any action, for which a director, or directors, is an interested party, requires a majority vote of non-interested directors.

SECTION 9. MEETINGS

- (a) Meetings of the Board of Directors may be called by the President or the Secretary of the Corporation.
- (b) All meetings of the Board of Directors shall be held at the principal executive office of the Corporation (as specified in Section I, Article II of these Bylaws, or as changed from time to time as provided in these Bylaws) or at such other locations as the Directors shall determine.
- (c) Regular meetings of the Board of Directors shall be held, without notice, on the second Thursday in January, April, July and October at 7 PM. If any day fixed for the regular meetings of the Board of Directors falls on a legal holiday, the meeting scheduled for that day shall be held at the same hour on the next succeeding day which is not a legal holiday.
- (d) Special meetings of the Board of Directors may be called by the President or the Secretary, or any two directors of the corporation upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or by fax.
- (e) Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors, when there is an odd number of Directors. If there is an even number of Board Members, a quorum shall consist of the number equaling 50% of the members, plus one.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no vote shall be taken at the Board meeting, at which a quorum, as hereinafter defined, is not present.

SECTION 11. BOARD ACTION

Any action voted on by the Board must be passed by a majority of directors eligible to vote. There will be no Board action without a quorum.

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SECTION 12. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if such action is consented to in writing by the Directors. Such written consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consents shall have the same force and effect as the vote of such Directors.

SECTION 13. VACANCIES IN THE BOARD OF DIRECTORS

- (a) A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the death, resignation, or removal of a Director or upon an increase in the number of Directors in accordance with Section 1, Article VI, of these Bylaws.
- (b) A Director may resign effective on giving written notice to the President or the Secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. Any vacancies in the Board of Directors shall be filled by the election by the remaining Directors at the next Board Meeting; provided that if the resignation is effective at a future time, a successor shall be elected by the Board of Directors to take office when the resignation becomes effective. A Director shall not resign where the corporation would then be left without any duly elected Directors in charge of its affairs.
- (c) In the event the death or resignation of a Director leaves the corporation without any duly elected Directors in charge of its affairs, a successor Director shall be elected at a duly noticed meeting of the President, Vice Presidents, Secretary and Chief Financial Officer of the Corporation, each such officer of the corporation being entitled to cast one vote in the election. The candidate receiving the highest number of votes shall be elected.
- (d) A Director elected to fill a vacancy shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 14. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 15. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the

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corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 16. INSURANCE FOR CORPORATE AGENTS

The corporation will maintain insurance, in the amount of \$3,000,000, on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE VII

OFFICERS

SECTION 1. OFFICERS

The officers of the corporation shall be a President, Treasurer, one or more Vice Presidents, and a Secretary. The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with the provisions of Article VII Section 2, of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 2. ELECTION OF OFFICERS

The officers of the corporation shall be chosen by the Board of Directors and each shall serve at the pleasure of the Board of Directors.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the President or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and

perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

SECTION 4. REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board of Directors, or, except in the case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect upon receipt of the notice by the corporation, unless the notice specified a later time for the effectiveness of the resignation; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

SECTION 6. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled at the regular meeting on the second Thursday of January each year, or earlier, as necessary.

SECTION 7. RESPONSIBILITIES OF OFFICERS

(A) President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the officers of the corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The President shall preside over all meetings of the Board of Directors.

(B) Vice President. In the absence or disability of the President, the Vice President designated by the Board of Directors to so act shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. A Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

(C) Secretary. The Secretary shall attend to the following:

- (i) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions

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of the Board of Directors with the time and place of holding and whether regular or special.

- (ii) Seal and other duties. The Secretary shall keep the seal of the corporation in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

(D) Treasurer. The Treasurer shall attend to the following:

- (i) Financial Records. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and other matters customarily included in financial statements. The books of account shall be open to inspection by a Director at all reasonable times.
- (ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and/or a Director, whenever they request it, an account of the financial condition of the corporation and of all his or her transactions as Chief Financial Officer; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

ARTICLE VIII

RECORDS AND REPORTS

SECTION 1. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS

The accounting books, records and minutes of proceedings of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

SECTION 2. INSPECTION BY DIRECTORS (s)

A Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and all physical properties of the corporation,

This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE IX

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE X

AMENDMENTS

New Bylaws may be adopted by these Bylaws ^{and} may be amended or repealed by the action of the Board of Directors.

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WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as Directors for California Wildlife Center, a California nonprofit corporation, and pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of nine (9) pages, as the Bylaws of this corporation.

Dated: October 11th, 2001

Aaron J. Frank, President

A. Frank

Victoria Harris, Vice President and Treasurer

Victoria Harris

Skip Harris, Vice President and Secretary

Skip Harris 10/11/01

Nina Borin, Director

Nina Borin 10/11/01

Holly Corn, Director

Holly Corn 10/11/01

Chris Cortazzo, Director

Ken Coscarelli, Director

Ken Coscarelli 11/1/01

Rick Dry, Director

Rick Dry 10/11/01

Lisa Newell, Director

Lisa Newell
Darlene Snow, Director

Darlene Snow

Larry Tyler, Director

Larry Tyler

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

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Dated: October 11th, 2001

Aaron J. Frank, President

A. Frank

Victoria Harris, Vice President and Treasurer

Victoria Harris

Step Harris, Vice President and Secretary

Step Harris 10/11/01

Nina Boris, Director

Nina Boris 10/11/01

Holly Corn, Director

Holly Corn 10/11/01

Chris Cortazzo, Director

Chris Cortazzo

Ken Coscarelli, Director

Ken Coscarelli 10/11/01

Rick Dry, Director

Rick Dry 10/11/01

Lisa Newell, Director

Lisa Newell
Darlene Snow, Director

Larry Tyler

Larry Tyler, Director

Larry Tyler